

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

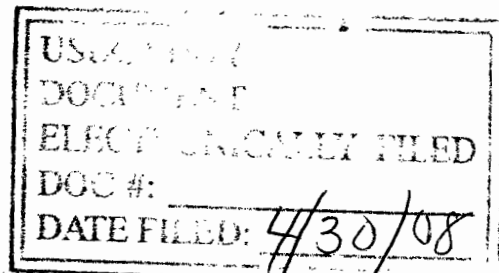
WILMINGTON TRUST COMPANY, as  
Indenture Trustee,

Plaintiff,

v.

TYCO INTERNATIONAL GROUP S.A.,  
TYCO INTERNATIONAL LTD., and  
TYCO INTERNATIONAL FINANCE  
S.A.,

Defendants.



No. 07 CV 4659 (SAS)

**STIPULATION AND ORDER OF  
DISMISSAL**

ECF Case

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned counsel for all parties, pursuant to Fed. R. Civ. P. 41, that this action, including all claims and counterclaims, is dismissed with prejudice, provided, however, that if Tyco and TIFSA do not consummate the transactions described in the Offering Memorandum and Consent Solicitation Statements dated as of April 11, 2008, of Tyco International Ltd. and Tyco International Finance S.A., on or before July 31, 2008, then the parties agree that this Stipulation of Dismissal with prejudice shall be deemed null and void and the parties will jointly move the Court to reopen the matter.

Dated: New York, New York  
April 29, 2008

PAUL, WEISS, RIFKIND,  
WHARTON & GARRISON LLP

By:

*Gerard E. Harper*  
Gerard E. Harper

Andrew G. Gordon

1285 Avenue of the Americas  
New York City, New York 10019  
(212) 373-3000

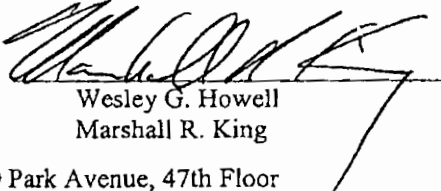
-and-

DECHERT LLP  
30 Rockefeller Plaza  
New York City, New York 10112  
(212) 698-3500

*Co-Counsel for Plaintiff and Counterclaim  
Defendant*

GIBSON, DUNN & CRUTCHER LLP

By:

  
Wesley G. Howell  
Marshall R. King

200 Park Avenue, 47th Floor  
New York, New York 10166  
(212) 351-4000

*Counsel for Defendants and Counterclaimants*

The Clerk of the Court is directed to close the outstanding motions  
(documents 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 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